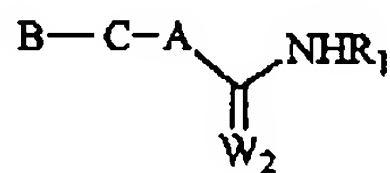


This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

What is claimed is:

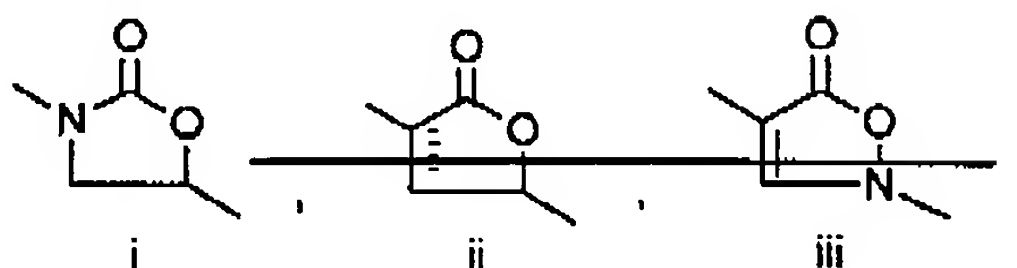
1. (Currently Amended) A compound of formula I



I

or a pharmaceutically acceptable salt thereof wherein:

A is a structure ~~i, ii, or iii~~

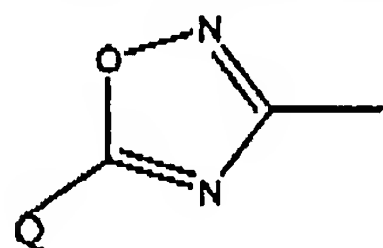


C is aryl, wherein said aryl is phenyl or naphthyl or heteroaryl, wherein ~~each of the said aryl and heteroaryl~~ are optionally substituted with 1-3 of R<sub>2</sub>;

B is selected from ~~cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, substituted aryl~~, het and substituted het, or if said aryl is phenyl, B and one R<sub>2</sub>, if present, together, with the phenyl carbon atoms to which B and the one R<sub>2</sub> are bonded, form a het, the het optionally being a substituted het,

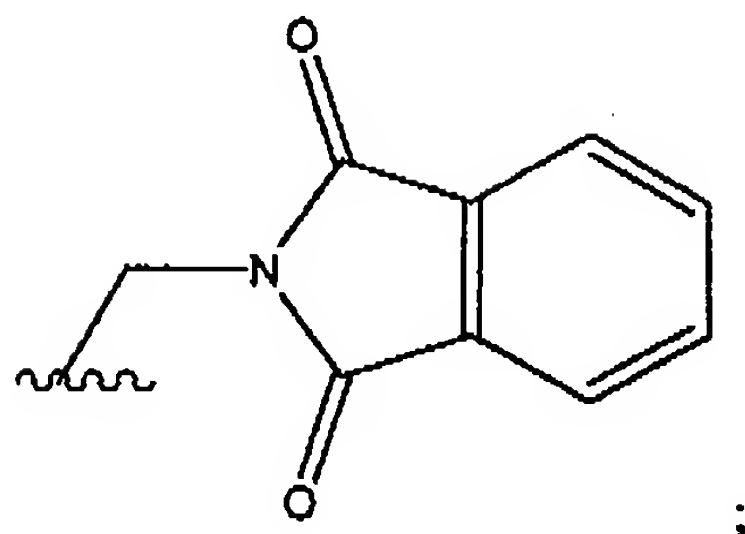
provided that

when C is phenyl optionally substituted with R<sub>2</sub> that B is not



, where

Q is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -O-C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, -OH, CF<sub>3</sub>, CCl<sub>3</sub>, -NR<sub>3</sub>R<sub>3</sub>, -C<sub>1</sub>-C<sub>6</sub> alkylene-NR<sub>3</sub>R<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkylene-(CH<sub>2</sub>phenyl)-NR<sub>3</sub>R<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkylene-(CH<sub>2</sub>benzyl)-NR<sub>3</sub>R<sub>3</sub>, and



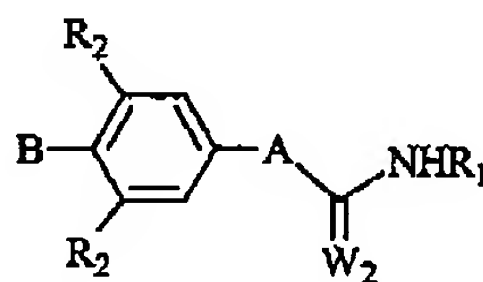
$R_1$  is selected from H, -OH, alkyl, cycloalkyl, alkoxy, alkenyl, amino, substituted alkyl, substituted alkoxy, and substituted alkenyl;

Each  $R_2$  is independently selected from H, alkyl, amino,  $\text{NO}_2$ , -CN, halo, and substituted alkyl;

Each  $R_3$  is independently selected from H or  $\text{C}_1\text{-C}_6$  alkyl; and

$W_2$  is O or S.

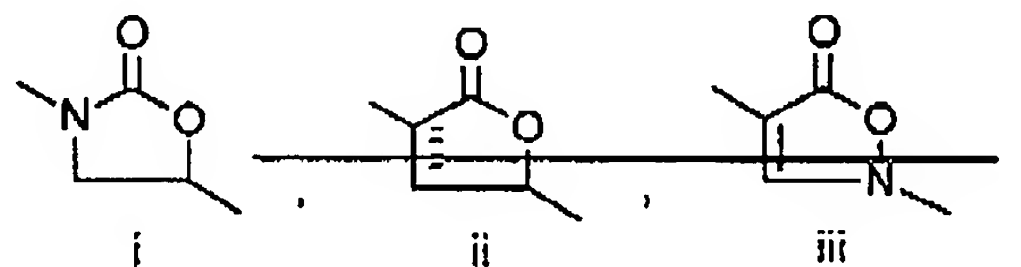
2. (Currently Amended) A compound of formula II



II

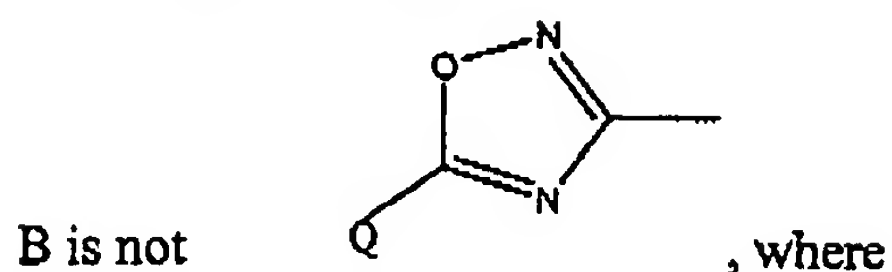
or a pharmaceutically acceptable salt thereof wherein:

A is a structure i, ii, or iii

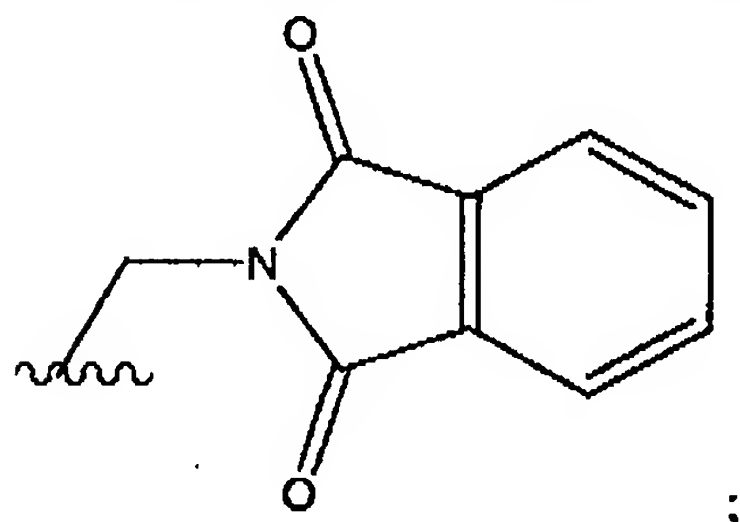


B is selected from ~~cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, substituted aryl~~, het, and substituted het, or B and one  $R_2$  together, with the phenyl carbon atoms to which B and the one  $R_2$  are bonded, form a het, the het optionally being a substituted het,

provided that



Q is independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -O-C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, benzyl, -OH, CF<sub>3</sub>, CCl<sub>3</sub>, -NR<sub>3</sub>R<sub>3</sub>, -C<sub>1</sub>-C<sub>6</sub> alkylene-NR<sub>3</sub>R<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkylene-(CH<sub>2</sub>phenyl)-NR<sub>3</sub>R<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkylene-(CH<sub>2</sub>benzyl)-NR<sub>3</sub>R<sub>3</sub>, and



R<sub>1</sub> is selected from H, -OH, alkyl, cycloalkyl, alkoxy, alkenyl, amino, substituted alkyl, substituted alkoxy, and substituted alkenyl;

Each R<sub>2</sub> is independently selected from H, alkyl, amino, NO<sub>2</sub>, -CN, halo, and substituted alkyl;

Each R<sub>3</sub> is independently selected from H or C<sub>1</sub>-C<sub>6</sub> alkyl; and

W<sub>2</sub> is O or S.

3-6. (canceled).

7. (original) The compound of claim 2, wherein R<sub>1</sub> is H, -NH<sub>2</sub>, -OH, C<sub>1-4</sub> alkyl, C<sub>3-5</sub> cycloalkyl, C<sub>1-4</sub> alkoxy, or C<sub>2-4</sub> alkenyl, the alkyl, alkoxy and alkenyl each optionally being substituted with one or more halo, -OH, -CN.

8. (original) The compound of claim 7, wherein R<sub>1</sub> is H, -OH, -CH<sub>2</sub>-CH=CH<sub>2</sub>, methyl, ethyl, propyl, -CH<sub>2</sub>-CH<sub>2</sub>F, -CH<sub>2</sub>-CH<sub>2</sub>OH, or methoxy.

9-16. (canceled)

17. (original) The compound of claim 2, wherein one R<sub>2</sub> and B together form a het.
18. (original) The compound of claim 17, wherein R<sub>2</sub> and B form -S-C(O)-N(Q<sub>50</sub>)-, -O-C(O)-N(Q<sub>50</sub>)-, -N(Q<sub>50</sub>)-HCQ<sub>50</sub>-CH<sub>2</sub>-, -NQ<sub>50</sub>-C(O)-CH<sub>2</sub>-O-, -NQ<sub>50</sub>-C(O)-CF<sub>2</sub>-O-, -NQ<sub>50</sub>-C(O)-CH<sub>2</sub>-S-, -NQ<sub>50</sub>-C(O)-CF<sub>2</sub>-S-, -NQ<sub>50</sub>-C(S)-CH<sub>2</sub>-S-, -NQ<sub>50</sub>-C(O)-CH<sub>2</sub>-CH<sub>2</sub>-, -CH<sub>2</sub>-CH<sub>2</sub>-NQ<sub>50</sub>-CH<sub>2</sub>-CH<sub>2</sub>-, or -CH<sub>2</sub>-NQ<sub>50</sub>-CH<sub>2</sub>-CH<sub>2</sub>-CH<sub>2</sub>-, where Q<sub>50</sub> is H or C<sub>1-4</sub> alkyl optionally substituted with 1-3 of =O, or -OH.
19. (original) The compound of claim 18, wherein Q<sub>50</sub> is methyl, isopropyl, ethyl, formyl, aceryl, or -C(O)-CH<sub>2</sub>OH.
- 20-82. (canceled)
83. (Currently Amended) A pharmaceutical composition comprising a compound of claim 1 ~~or a compound of claim 20~~ and a pharmaceutically acceptable carrier.
84. (New) A pharmaceutical composition comprising a compound of claim 2 and a pharmaceutically acceptable carrier.
85. (New) The compound of claim 2, wherein B and one R<sub>2</sub> together, with the phenyl carbon atoms to which B and the one R<sub>2</sub> are bonded, form a substituted het.
86. (New) The compound of claim 85, wherein R<sub>2</sub> is H, and W<sub>2</sub> is O.